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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 9, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 24279 FILED
JAN 09 '03 2:39 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of Memorandum of Security Agreement, dated as of December 30, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Debtor: Housatonic Logistics Company, LLC
8 Davis Road West
Old Lyme, CT 06371

Secured Party: Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

A description of the railroad equipment covered by the enclosed document is

80 railcars within the series UPCX 96001 – UPCX 96120

Mr. Vernon Williams
January 9, 2003
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 24279 FILED

JAN 09 '03

8:30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement ("Memorandum") is made and entered into as of December 30, 2002, by and between THE FIFTH THIRD BANK, an Ohio banking corporation, as Secured Party ("Secured Party") and HOUSATONIC LOGISTICS COMPANY, LLC., a Connecticut LLC, as Debtor ("Debtor").

WITNESSETH

1. Secured Party has made a loan to Debtor pursuant to the Term Note dated December 30, 2002 (the "Note"). In order to secure Debtor's obligations under the Note, Debtor and Secured Party have entered into a Security Agreement dated December 30, 2002 pursuant to which Debtor has pledged all of its right, title and interest in and to certain railroad equipment bearing reporting marks as listed on Exhibit A hereto ("Equipment").

2. The parties desire to execute this Memorandum for purposes of memorializing of record the Security Agreement described herein.

3. This Memorandum may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

SECURED PARTY:

THE FIFTH THIRD BANK

By: [Signature]

Title: Asst. Vice President

State of ~~ILLINOIS~~ ^{OHIO})
County of ~~COOK~~ ^{HAMILTON}) ss

The foregoing instrument was acknowledged before me this 30 day of December, 2002 by James A. Merz, the Assistant Vice President of The Fifth Third Bank an Ohio banking corporation, on behalf of the said corporation.

[Signature]
Notary Public
Hamilton County,
My Commission Expires: GINA KAY FRIES
Notary Public, ~~State of Ohio~~
My Commission Expires July 4, 2007

DEBTOR:

HOUSATONIC LOGISTICS COMPANY, LLC.

By: [Signature]
Edward J. Rodriguez

Title: Member

State of Connecticut)
County of New London) ss Old Lyme

The foregoing instrument was acknowledged before me this 30th day of December, 2002 by Edward J. Rodriguez, a member of Housatonic Logistics Company, LLC, a Connecticut LLC, on behalf of the said company.

[Signature]
Notary Public
County,
My Commission Expires: 4-30-03

EXHIBIT A**80 Thrall Gondola cars with Identification Marks:**

UPCX 96001	UPCX 96031	UPCX 96069	UPCX 96098
UPCX 96003	UPCX 96034	UPCX 96071	UPCX 96099
UPCX 96004	UPCX 96035	UPCX 96074	UPCX 96100
UPCX 96005	UPCX 96037	UPCX 96077	UPCX 96102
UPCX 96006	UPCX 96038	UPCX 96078	UPCX 96103
UPCX 96007	UPCX 96039	UPCX 96079	UPCX 96104
UPCX 96009	UPCX 96041	UPCX 96082	UPCX 96105
UPCX 96010	UPCX 96042	UPCX 96083	UPCX 96106
UPCX 96013	UPCX 96043	UPCX 96084	UPCX 96107
UPCX 96014	UPCX 96045	UPCX 96085	UPCX 96108
UPCX 96015	UPCX 96046	UPCX 96086	UPCX 96109
UPCX 96017	UPCX 96047	UPCX 96088	UPCX 96110
UPCX 96019	UPCX 96049	UPCX 96090	UPCX 96112
UPCX 96021	UPCX 96050	UPCX 96091	UPCX 96114
UPCX 96022	UPCX 96052	UPCX 96092	UPCX 96115
UPCX 96023	UPCX 96056	UPCX 96093	UPCX 96116
UPCX 96025	UPCX 96061	UPCX 96094	UPCX 96117
UPCX 96026	UPCX 96066	UPCX 96095	UPCX 96118
UPCX 96027	UPCX 96067	UPCX 96096	UPCX 96119
UPCX 96030	UPCX 96068	UPCX 96097	UPCX 96120